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September 27, 1999

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EXECUTIVE SECRETARY

Mr. David Waddell  
Tennessee Regulatory Authority  
400 James Robertson Parkway  
Nashville, Tennessee

Re: Adoption of MCImetro/BellSouth Interconnection Agreement (Except Attachment VIII) and Request for Approval of Brooks/BellSouth Agreement; Docket No. 99-00583

Dear Mr. Waddell:

We have received your September 7, 1999 letter and BellSouth's letter in response dated September 21, 1999 concerning the Agreement ("Agreement") between Brooks Fiber Communications of Tennessee, Inc. ("Brooks") and BellSouth Telecommunications, Inc. ("BellSouth"). We requested an extension of time through today to respond. Thank you for agreeing to that extension.

As a preliminary matter, we agree with BellSouth's comments in its September 21 letter. Except as to Attachment VIII, Brooks simply opted into the MCI/BellSouth Interconnection Agreement. With respect to Attachment VIII, the parties agreed to make certain limited changes, but did not undertake a complete updating of that attachment, as your comments point out. It often will be the case that when a CLEC opts into an agreement, or when a CLEC and BellSouth agree to the terms of an existing contract with only minor changes, that there will be the kinds of minor discrepancies that you have identified. Brooks respectfully submits that such minor discrepancies would not be grounds for rejection under Section 252(e)(2). Should the Authority disagree, Brooks would of course be willing to work with BellSouth to address any of the Authority's concerns.

Brooks responds as follows to the specific questions and comments you have raised:

1. **Section 1.1.2.2 of Exhibit 2 refers to a detailed service restoration and disaster recovery plan to be in effect by year end 1997. If this has been done, this section should reflect that it has. Otherwise, a new target date should be set. Since this wording has been adopted from the MCImetro Agreement, it is hoped that this item has been accomplished and that Brooks can adopt the existing plan.**

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To the best of Brooks's knowledge, the detailed service restoration and disaster recovery plan is yet not in effect. The recovery plan is an example of a matter that the parties did not address in making minor changes to Attachment VIII.

**2. Section 2.1.6 of Exhibit 2 refers to BellSouth providing to Brooks, no later than January 1, 1997, the capability to order separate intraLATA and to do this in Tennessee since February of this year. Shouldn't Exhibit 2 reflect this capability?**

Because BellSouth is obligated to provide this capability by a date that already is passed, BellSouth would have the current obligation to provide it.

**3. Section 2.1.8.1 of Exhibit 2 refers to BellSouth assigning NXXs to Brooks on a non-discriminatory basis until Number Administration functions are assumed by a neutral third party. This has been done. Shouldn't Exhibit 2 reflect this?**

To the extent that these functions have been assumed by a neutral third party, BellSouth would no longer have the duty to perform these functions under the Agreement. Brooks therefore does not believe any change is necessary.

**4. Sections 2.3.1.3 and 2.3.1.4 are missing from Exhibit 2. Shouldn't they be added?**

These sections were omitted intentionally.

**5. Section 2.3.2.7 of Exhibit 2 refers to BellSouth implementing an electronic interface to allow Brooks to reserve telephone numbers on line no later than April 1, 1997. Since this wording was extracted from the MCImetro agreement, couldn't Brooks use the same method if it is available?**

Yes.

**6. Section 6.1.4.1.1 of Exhibit 2 refers to a method that BellSouth must create, by December 31, 1997, that establishes a standard format and order process that will allow Brooks to place an order through electronic exchange. Since this wording was extracted from the MCImetro Agreement, can't Brooks use the same method if it is available?**

Yes.

**7. The spreadsheet on page 86 of Exhibit 2 refers to electronic interfaces that will be implemented by January 1, 1997 or an agreed upon time frame. If these were implemented under the MCImetro Agreement, can't Brooks use them?**

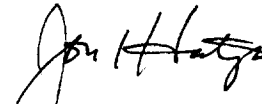
Yes.

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Brooks hopes that these responses are sufficient for your purposes. If you have any further questions, please do not hesitate to call me.

Sincerely,

BOULT, CUMMINGS, CONNERS  
& BERRY, PLC



Jon Hastings

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